

RECORDATION NO 29540-A FILED
July 11, 2012 09:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A LESTER

July 11, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 29, 2012, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 29540.

The names and addresses of the parties to the enclosed document are:

Lessor: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

[Lessee: Rail Connection, Inc.
737 Eleanor Industrial Park
Eleanor, WV 25070]

Section Chief
July 11, 2012
Page 2

A description of the railroad equipment covered by the enclosed document is:

16 hopper railcars: JTSX 6316 and within the series JTSX 6009 – JTSX 6083 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized, sweeping flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

- 1.) Pursuant to that certain Master Lease Agreement dated October 16, 2006 and the related Financing Lease Schedule No. 6243.34 dated June 29, 2012 (collectively, the "Lease Agreement"), Lessor has leased to the Lessee the railroad cars identified on Exhibit A attached hereto and made a part hereof (the "Cars") Said lease of the Cars is referred to hereinafter as the "Lease"
- 2.) The addresses of the parties are as follows:

Lessor: **The Huntington National Bank**
 Equipment Finance Division
 105 East Fourth Street, Ste. 200C
 Cincinnati, OH 45202

Lessee: **Rail Connection, Inc.**
 737 Eleanor Industrial Park
 Eleanor, WV 25070
- 3.) The term of the Lease is 30 months commencing on June 29, 2012 and will expire on December 29, 2014 unless otherwise extended or amended by the parties
- 4.) The terms and provisions of the Lease are more particularly set forth in the Lease Agreement
- 5.) This Memorandum of Lease may be executed in any number of counterparts, each of which is so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of June 29, 2012.

The Huntington National Bank

By: Rebecca C. Stinkorb
Name: Rebecca C. Stinkorb
Title: Authorized Signer

State of Ohio, County of Hamilton

On 7-1-12 before me personally appeared Rebecca Stinkorb, to me personally know, who being by me duly sworn says that her is Authorized Signer of The Huntington National Bank, and that she executed the forgoing instrument on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



ELIZABETH L. HICKMAN
Notary Public, State of Ohio
My Comm. Expires March 28, 2017
Recorded in Hamilton County

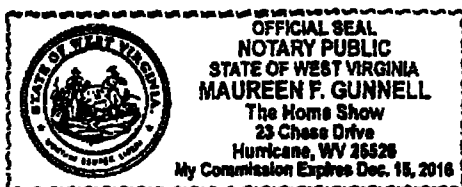
[Signature]
Notary Public
My commission expires: 3-28-17

Rail Connection, Inc.

By: [Signature]
Name: Warren K. Higginbotham
Title: V.P.

State of West Virginia, County of Putnam

On June 29, 2012 before me personally appeared Warren K. Higginbotham, to me personally know, who being by my duty sworn says that he is Vice-President of Rail Connection, Inc. and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the forgoing instrument was the free act and deed of said corporation.



[Signature]
Notary Public
My commission expires 12-15-2016

EXHIBIT A
DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated June 29, 2012 between The Huntington National Bank "Lessor" and Rail Connection, Inc. "Lessee".

Quantity of Rail Cars: (16) 1980 Pullman 3 Pocket Hopper Cars

Description	Serial No	Built Date
(16) 1980 Pullman 3 Pocket Hopper Cars	JTSX 6009	1/1/1979
	JTSX 6013	1/1/1979
	JTSX 6018	1/1/1979
	JTSX 6019	1/1/1979
	JTSX 6021	1/1/1979
	JTSX 6023	1/1/1979
	JTSX 6025	1/1/1979
	JTSX 6029	1/1/1979
	JTSX 6040	1/1/1979
	JTSX 6054	1/1/1980
	JTSX 6064	1/1/1980
	JTSX 6069	1/1/1980
	JTSX 6075	2/1/1980
	JTSX 6079	2/1/1980
	JTSX 6083	2/1/1980
	JTSX 6316	9/1/1980

WPH

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/11/12

Edward M Luria

Edward M. Luria